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ELLSWORTH C. ALVORD (1964)

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RECORDATION NO. 22960-W FILED

SEP 25 '01 10:31 AM

**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
URBAN A. LESTER

September 25, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: El-Mo II Trust No. 2000-F

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Partial Assignment of Master Lease, dated September 26, 2001 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Master Lease which was previously filed under Recordation Number 22960.

The names and addresses of the parties to the enclosed document are:

Assignor: El-Mo Leasing II Corporation  
9301 West 55<sup>th</sup> Street  
La Grange, Illinois 60525

Assignee: Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890

A description of the railroad equipment covered by the enclosed document is:

16 SD7OMAC Diesel Electric Locomotives within the series UP 4405  
- UP 4477 4677

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Mr. Vernon A. Williams  
September 25, 2001  
Page Two

A short summary of the document to appear in the index follows:

Partial Assignment of Master Lease between El-Mo Leasing II  
Corporation, Assignor, and Wilmington Trust Company, Assignee.

Also enclosed is a check in the amount of \$28.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 22960-W FILED

SEP 25 '01 10-81 AM

**SURFACE TRANSPORTATION BOARD**

MEMORANDUM OF PARTIAL ASSIGNMENT OF MASTER LEASE

(EL-MO II TRUST NO. 2000-F)

Memorandum of Partial Assignment of Master Lease effective September 26, 2001 by and between El-Mo Leasing II Corporation, an Illinois corporation ("Assignor") and Wilmington Trust Company, a Delaware banking corporation, as Owner Trustee ("Assignee").

WITNESSETH

The Assignor is Lessor under a Master Lease dated May 1, 2000 with Union Pacific Railroad Company as Lessee. A memorandum of such Master Lease was recorded with the Surface Transportation Board on June 20, 2000 under Recordation Number 22960 with respect to SD70M locomotives bearing road numbers 4000 through 4274 inclusive. Supplement No. 1 to such memorandum was recorded with the STB on December 20, 2000 under Recordation Number 22960-I with respect to SD70M locomotives bearing road numbers 4275 through 4284 inclusive. Supplement No. 2 to such memorandum was recorded with the STB on March 27, 2001 under Recordation Number 22960-K with respect to SD70M locomotives bearing road numbers 4285 through 4709 inclusive.

The undersigned have entered into that certain Collateral Assignment of Lease Supplement dated September 26, 2001, whereby the Assignor has assigned to Assignee as security the rights of Assignor under Lease Supplement No. 35 to the Master Lease, pursuant to which the SD70M locomotives listed on Exhibit A hereto were made subject to the Master Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

EL-MO LEASING II CORPORATION

By   
Name: Keith McCanless  
Title: Assistant Treasurer

Executed this 14 day of September 2001.

WILMINGTON TRUST COMPANY,  
As Owner Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed this \_\_\_\_ day of September 2001.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

EL-MO LEASING II CORPORATION

By \_\_\_\_\_

Name: Keith McCanless

Title: Assistant Treasurer

Executed this \_\_\_\_ day of September 2001.

WILMINGTON TRUST COMPANY,  
As Owner Trustee

By \_\_\_\_\_

Name: JAMES P. LAWLER

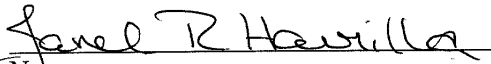
Title: Vice President

Executed this 17<sup>th</sup> day of September 2001.

STATE OF DELAWARE                    )  
  )  
COUNTY OF NEW CASTLE            )       SS:

On this, the 17<sup>th</sup> day of September, 2001, before, a Notary Public in and for said County and State, personally appeared James P. Lawler, who being by me duly sworn, says that (s)he is the Vice President of Wilmington Trust Company, that said instrument was signed on September 17<sup>th</sup>, 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: **JANEL R. HAVRILLA**  
Notary Public **NOTARY PUBLIC-DELAWARE**  
My Commission Expires **Feb. 2, 2005**  
Residing in Wilmington, DE

STATE OF \_\_\_\_\_ )  
  )  
COUNTY OF \_\_\_\_\_ )       SS:

On this, the \_\_\_\_ day of September, 2001, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that he is the \_\_\_\_\_ of \_\_\_\_\_ that said instrument was signed on September \_\_\_, 2001 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) SS:

On this, the \_\_\_\_\_ day of September, 2001, before, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of \_\_\_\_\_, that said instrument was signed on September \_\_\_\_\_, 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

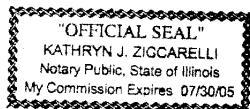
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK ) SS:

~~DuPage~~ On this, the 14<sup>th</sup> day of September, 2001, before me, a Notary Public in and for ~~said~~ County and State, personally appeared Keith McCanless, who being by me duly sworn, says that he is the Assistant Treasurer of El-Mo Leasing II Corporation, that said instrument was signed on September 14, 2001 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Kathryn J. Zicarelli  
Name: Kathryn J. Zicarelli  
Notary Public  
My Commission Expires: 7/30/05  
Residing in DuPage County

[Wells Fargo]

**Exhibit A**

**Units**

<b>Equipment</b>	<b>Quantity</b>	<b>Road Numbers</b> <b>Prefix UP</b>
General Motors Corporation	16	4405
(Electro-Motive Division) Model		4406
SD70M Diesel Electric Locomotives		4407
		4408
		4409
		4410
		4411
		4464
		4465
		4466
		4467
		4468
		4673
		4675
		4676
		4677